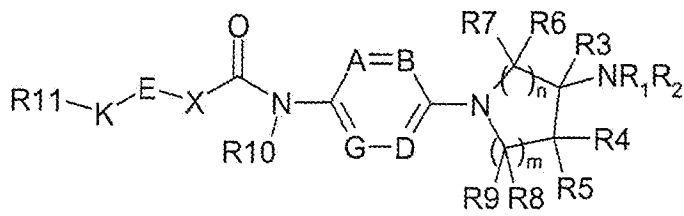


1. (currently amended) A compound of the formula I



wherein

R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CR₇CR₉)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, aryloxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, CO-aryloxy-(C₁-C₄)-alkyl, CO-(C₂-C₈)-alkenyl, CO-(C₂-C₈)-alkynyl, COCH=CH(R13), COCC(R14), CO-(C₁-C₄)-alkyl-S(O)_p-(C₁-C₄)-alkyl, CO(C(R15)(R16))_qN(R17)(R18), CO(C(R19)(R20))_rCON(R21)(R22) or CO(C(R23)(R24))_sO(R25); or R1 and R2, together with the nitrogen atom to which they are attached, form a 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally contains 1, 2, 3 or 4 additional heteroatoms selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃;

wherein

o is 0, 1, 2, 3, 4, 5 or 6;

p is 0, 1 or 2

q, r, s are each independently 0, 1, 2, 3 or 4;

R13, R14 are each independently a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system optionally containing 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or

substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring

which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R33 is a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system which optionally contains 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R12 is OH, O-(C₁-C₆)-alkyl, O(C₀-C₈)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, COO(R80), CON(R81)(R93), N(R82)(R83) or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10-, 11-, or 12-membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms selected from the group of N, O and S, and is optionally substituted with F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, O-(C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t(R39), CO(C(R37)(R38))_t(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40), S(O)_u(R41) or COOH;

t is 0, 1, 2, 3, 4, 5 or 6;

u is 0, 1 or 2;

R34, R35, R37, R38 are each independently H or (C₁-C₈)-alkyl; or

R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system wherein said aromatic ring system optionally contains one or two additional heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

R41 is (C₁-C₆)-alkyl or a 5-, 6-, 7-, 8-, 9-, or 10-membered aromatic ring system optionally containing one or two heteroatoms from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R78, R79 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;

R80, R81, R93 are each independently (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

R82, R83 are each independently H or (C₁-C₆)-alkyl; or

R82 and R83, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

R3 is H or (C₁-C₆)-alkyl;

R4, R5 are each independently H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl, O-CO(C₁-C₆)-alkyl or S-(C₁-C₆)-alkyl;

R6, R7, R8, R9 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R6 and R7, and R8 and R9, optionally form, independently of one another, an oxo group;

n, m are each independently 0, 1 or 2;

A, B, D, G are each independently N or C(R42); or

said radicals A and B, or said radicals D and G are each C(R42) and, taken together, optionally form a 5- or 6 membered carbocyclic or heterocyclic radical resulting in an overall bicyclic ring system;

wherein

R42 is H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R43)(R44), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R45)(R46), N(R47)CO(R48), N(R49)SO₂(R50), CO(R51) or -(CR₈₄R₈₅)_x-O(R86);

wherein

R43, R44, R45, R46, R47, R49 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R43 and R44, and R45 and R46, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains an additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R48, R50, R51 are each independently H, (C₁-C₈)-alkyl or aryl;

R84, R85 are each independently H or (C₁-C₈)-alkyl;

R86 is H, (C₁-C₆)-alkyl or aryl;

x is 1, 2, 3, 4, 5 or 6;

R10 is H, (C₁-C₈)-alkyl, (C₃-C₆)-alkenyl or (C₃-C₆)-alkynyl;

X is N(R52)[[.]] or O, a bond, ~~C=C~~, ~~C(R53)(R54)~~, ~~C(R55)(R56)O~~, ~~CO~~, ~~C≡C~~, or a group of the formula ~~(CR87R88)_y~~ wherein one or more ~~(CR87R88)~~ units contained in said group of formula ~~(CR87R88)_y~~ is optionally replaced by Y;

wherein

~~Y~~ is O, S or N(R89) wherein R89 is H or (C₁-C₈)-alkyl;

~~R52, R53, R54, R55, R56~~ are each independently is H or (C₁-C₈)-alkyl;

~~R87, R88~~ are each independently H or (C₁-C₄)-alkyl, and may be defined the same or differently in each of said ~~(CR87R88)~~ units contained in said group of formula ~~(CR87R88)_y~~;

_____ y is 2, 3, 4, 5 or 6;

E is a 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13- or 14-membered bivalent carbo- or heterocyclic ring structure with 0, 1, 2, 3 or 4 heteroatoms selected from the group of N, O and S, and optionally substituted with H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, oxo, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R59)(R60), N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65), and wherein said bivalent carbo- or heterocyclic ring structure is mono- or bicyclic;

wherein

R57, R58, R59, R60, R61, R63 are each independently H or (C₁-C₈)-alkyl;
or

substituent pairs R57 and R58, and R59 and R60, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C≡C, C=C or a group of the formula -(CR₉₀R₉₁)_z- in which one or more of the -(CR₉₀R₉₁)- units contained in said group of the formula -(CR₉₀R₉₁)_z- is optionally replaced by Z;

wherein

v is 1, 2, 3 or 4

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

Z is O, S, N(R92), CO, SO or SO₂;

R90, R91 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, hydroxy or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, and wherein R90 and R91 may be defined the same or differently in each of said -(CR₉₀R₉₁)- units contained in said group of formula -(CR₉₀R₉₁)_z;

z is 2, 3, 4, 5 or 6;

R92 is H or (C₁-C₈)-alkyl;

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl or a 3-, 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring, optionally containing 1, 2, 3 or 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, hydroxy-(C₁-C₄)-alkyl, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77), SO₂CH₃ or SCF₃;

wherein

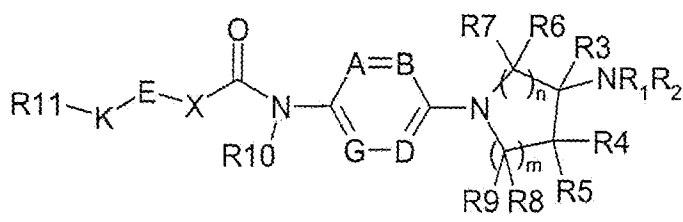
R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6- membered ring which, apart from the nitrogen atom, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

E, K and R11 taken together form a tricyclic system where each of the rings in said tricyclic system are, independently of one another, saturated, partially saturated or unsaturated, and wherein each ring is comprised of 3-8 ring atoms;

and the N-oxides and pharmaceutically acceptable salts thereof.

2. (currently amended) The compound of Claim 1 of formula 1:



wherein

R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CR₇₈R₇₉)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, aryloxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, CO-aryloxy-(C₁-C₄)-alkyl, CO-(C₂-C₈)-alkenyl, CO-(C₂-C₈)-alkynyl, COCH=CH(R13), COCC(R14), CO-(C₁-C₄)-alkyl-S(O)_p-(C₁-C₄)-alkyl, CO(C(R15)(R16))_qN(R17)(R18), CO(C(R19)(R20))_rCON(R21)(R22) or CO(C(R23)(R24))_sO(R25); or R1 and R2, together with the nitrogen atom to which they are attached, form a 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally contains 1, 2, 3 or 4 additional heteroatoms selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃;

wherein

o is 0, 1, 2, 3, 4, 5 or 6;

p is 0, 1 or 2

q, r, s are each independently 0, 1, 2, 3 or 4;

R13, R14 are each independently a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system optionally containing 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or

substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R33 is a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system which optionally contains 1 or 2 heteroatoms selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R12 is OH or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10-, 11-, or 12-membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms selected from the group of N, O and S, and is optionally substituted with F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, O-(C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t(R39), CO(C(R37)(R38))_t(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40), S(O)_u(R41) or COOH;

t is 0, 1, 2, 3, 4, 5 or 6;

u is 0, 1 or 2;

R34, R35, R37, R38 are each independently H or (C₁-C₈)-alkyl; or

R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system wherein said aromatic ring system optionally contains one or two additional heteroatoms selected from the group of nitrogen,

oxygen and sulfur, and is optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R₄₀ is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

R₄₁ is (C₁-C₆)-alkyl or a 5-, 6-, 7-, 8-, 9-, or 10-membered aromatic ring system optionally containing one or two heteroatoms from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R₃ is H or (C₁-C₆)-alkyl;

R₄, R₅ are each independently H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl, O-CO(C₁-C₆)-alkyl or S-(C₁-C₆)-alkyl;

R₆, R₇, R₈, R₉ are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R₆ and R₇, and R₈ and R₉, optionally form, independently of one another, an oxo group;

n, m are each independently 0, 1 or 2;

A, B, D, G are each independently N or C(R₄₂);

wherein

R₄₂ is H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R₄₃)(R₄₄), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R₄₅)(R₄₆), N(R₄₇)CO(R₄₈), N(R₄₉)SO₂(R₅₀) or CO(R₅₁);

wherein

R₄₃, R₄₄, R₄₅, R₄₆, R₄₇, R₄₉ are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R₄₃ and R₄₄, and R₄₅ and R₄₆, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains an additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R₄₈, R₅₀, R₅₁ are each independently H, (C₁-C₈)-alkyl or aryl;

R10 is H, (C₁-C₈)-alkyl, (C₃-C₆)-alkenyl or (C₃-C₆)-alkynyl;

X is N(R52)[I,I] or O, ~~a bond, C=C, C(R53)(R54) or C(R55)(R56)O;~~

wherein

~~R52, R53, R54, R55, R56 are each independently is~~ H or (C₁-C₈)-alkyl;

E is a 3, 4, 5, 6, 7 or 8-membered bivalent carbo- or heterocyclic ring structure with 0, 1, 2, 3 or 4 heteroatoms selected from the group of N, O and S, and optionally substituted with H, F, Cl, Br, I, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, (C₃-C₈)-cycloalkyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, O-(C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, COOH, COO-(C₁-C₆)-alkyl, CON(R59)(R60), N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65), and wherein said bivalent carbo- or heterocyclic ring structure is mono- or bicyclic;

wherein

R57, R58, R59, R60, R61, R63 are each independently H or (C₁-C₈)-alkyl;
or

substituent pairs R57 and R58, and R59 and R60, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO or C≡C;

wherein

v is 1, 2, 3 or 4

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl or a 3-, 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring, optionally containing 1, 2, 3 or 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃;

wherein

R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6- membered ring which, apart from the nitrogen atom, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

E, K and R11 taken together form a tricyclic system where each of the rings in said tricyclic system are, independently of one another, saturated, partially saturated or unsaturated, and wherein each ring is comprised of 3-8 ring atoms;

and the N-oxides and pharmaceutically acceptable salts thereof.

3. (currently amended) The compound of Claim 2 wherein

R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CH₂)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, COCH=CH(R13), COCC(R14), CO-(C₁-C₄)-alkyl-S(O)_p-(C₁-C₄)-alkyl, CO(C(R15)(R16))_qN(R17)(R18), CO(C(R19)(R20))_rCON(R21)(R22) or CO(C(R23)(R24))_sO(R25); or R1 and R2, together with the nitrogen atom to which they are attached, form a 4-, 5-, 6-, 7-, 8-, 9- or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally contains 1 or 2 additional heteroatoms selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃;

o 0, 1, 2, 3 or 4;

p 0, 1 or 2;

q, r, s are each independently 0, 1, 2 or 3;

R13, R14 are each independently a 5-, 6-, 7-, 8-, 9- or 10 membered aromatic ring system optionally containing a further heteroatom selected from the group of nitrogen, oxygen and sulfur and optionally substituted by F, Cl, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl;

R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or

substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R33 is a 5-, 6-, 7-, 8-, 9- or 10 membered aromatic ring system which optionally contains a further heteroatom selected from the group of nitrogen, oxygen and sulfur and is optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R12 is OH or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12 membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms from the group of N, O and S, and is optionally substituted by F, Cl, CF₃, CN, oxo, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t(R39), CO(C(R37)(R38))_t(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40) or S(O)_u(R41);

t 0, 1, 2, 3 or 4;

u 0, 1 or 2;

R34, R35, R37, R38 are each independently H or (C₁-C₈)-alkyl; or

R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5- or 6-membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-, 6-, 7-, 8-, 9- or 10-membered aromatic ring system wherein said aromatic ring system optionally contains a further heteroatom selected from the group of nitrogen, oxygen and sulfur, and is optionally substituted by F, Cl, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl;

R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

R41 is (C₁-C₆)-alkyl or a 5-, 6-, 7-, 8-, 9- or 10- membered aromatic ring system optionally containing one or two heteroatoms selected from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R3 is H or (C₁-C₆)-alkyl;

R4, R5 are each independently H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl or O-CO(C₁-C₆)-alkyl;

R6, R7, R8, R9 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R6 and R7, and R8 and R9, optionally form, independently of one another, an oxo group;

n, m are each independently 0, 1 or 2;

A, B, D, G are each independently N or C(R42);

R42 is H, F, Cl, Br, CF₃, CN, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₃-C₈)-cycloalkyl, (C₀-C₂)-alkylene-aryl, O-(C₀-C₂)-alkylene-aryl, N(R43)(R44), SO₂-CH₃, COO-(C₁-C₆)-alkyl, CON(R45)(R46), N(R47)CO(R48), N(R49)SO₂(R50) or CO(R51);

R43, R44, R45, R46, R47, R49 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R43 and R44, and R45 and R46, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains an additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R48, R50, R51 are each independently H, (C₁-C₈)-alkyl or aryl;

R10 is H or (C₁-C₈)-alkyl;

X is N(R52)[],] or O, a bond, ~~C=C~~, C(R53)(R54) or C(R55)(R56)O;

~~R52, R53, R54, R55, R56 are each independently~~ is H or (C₁-C₈)-alkyl;

E is a 3-, 4-, 5-, 6-, 7- or 8 membered bivalent carbo- or heterocyclic ring structure with 0, 1, 2, 3, or 4 heteroatoms from the group of N, O and S, and optionally substituted with H, F, Cl, CF₃, NO₂, OH, CN, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, N(R57)(R58), SO₂-CH₃, COO-(C₁-C₆)-alkyl, CON(R59)(R60), N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65), and wherein said bivalent carbo- or heterocyclic ring is mono- or bicyclic;

R57, R58, R59, R60, R61, R63 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R57 and R58, and R59 and R60, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, CH₂O, N(R66), (C(R69)(R70))_v or C≡C;

v is 1 or 2;

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, a 3-, 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered mono-, bi- or spirocyclic ring, optionally containing 1, 2, 3 or 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, NO₂, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃;

R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur.

4. (original) The compound of Claim 3, wherein

A, B, D, G are each independently N or C(R42), and the total number of nitrogen atoms in said ring is 0-2.

5. (original) The compound of Claim 4, wherein

n is 1 and
m is 1 or 2.

6. (currently amended) The compound of claim 1 wherein

R1, R2 are each independently H, (C₁-C₈)-alkyl, -(CR78R79)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, CO-aryloxy-(C₁-C₄)-alkyl, COCH=CH(R13), COCC(R14), CO(C(R15)(R16))_qN(R17)(R18), CO(C(R19)(R20))_rCON(R21)(R22), CO(C(R23)(R24))_sO(R25); or R1 and R2, taken together with the nitrogen atom to which they are attached, optionally form a 4-, 5-, 6-, 7-, 8-, 9-, or 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally comprises one or two additional heteroatoms selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, Cl, CF₃, (C₁-C₆)-alkyl, O-(C₁-C₄)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₂)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃;

o is 0, 1, 2, 3, 4, 5 or 6;

q, r are independently of one another 1, 2 or 3;

s is 0, 1, 2, 3 or 4;

R13, R14 are each independently an aryl ring optionally comprising one nitrogen atom;

R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;

R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or substituent pairs R17 and R18, R21 and R22, R27 and R28, R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains 1 further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R33 is a 5-, 6-, 7-, 8-, 9- or 10 membered aromatic ring system optionally comprising one additional heteroatom selected from the group of nitrogen, oxygen and sulfur and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R12 is OH, O-(C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, COO(R80), CON(R81)(R82), or a 3-, 4-, 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12 membered mono-, bi- or spirocyclic ring which optionally contains one or more heteroatoms from the group of N, O and S, and is optionally substituted by F, Cl, Br, OH, CF₃, CN, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, (C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t(R39), CO(C(R37)(R38))_u(R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40) or S(O)_u(R41);

t is 0, 1, 2, 3, 4, 5 or 6;

u is 0, 1 or 2;

R34, R35, R37, R38 are independently of one another H or (C₁-C₈)-alkyl; or substituent pair R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and is optionally substituted by 1 or 2 oxo groups;

R36, R39 are each independently (C₃-C₈)-cycloalkyl or a 5-10 membered aromatic ring system which may comprise 0-2 further heteroatoms from the group of nitrogen, oxygen and sulfur and may be substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;

R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;

R41 is (C₁-C₆)-alkyl or a 5-10 membered aromatic ring system which may comprise 0-2 further heteroatoms from the group of nitrogen, oxygen and sulfur and may be substituted by F, Cl, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl;

R78, R79 are independently of one another H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;

R80, R81 are independently of one another H or (C₁-C₈)-alkyl;

R3 is H or (C₁-C₆)-alkyl;

R4, R5 are independently of one another H, (C₁-C₆)-alkyl, OH, O-(C₁-C₆)-alkyl, O-CO(C₁-C₆)-alkyl or S-(C₁-C₆)-alkyl;

R6, R7, R8, R9 is H; or

substituent pairs R6 and R7, and R8 and R9, independently of one another, optionally form oxo;

n is 1;

m is 1 or 2;

A, B, D, G are independently of one another N or C(R42);
or

the groups A and B or D and G are each C(R42) and together form an ortho-phenylene unit to result overall in a 1,4-bisubstituted naphthalene system;

R42 is H, F, Cl, Br, CF₃, CN, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, N(R43)(R44), SO₂-CH₃, CON(R45)(R46), N(R47)CO(R48), CO(R51) or - (CR₈₄R₈₅)_x-O(R86);

R43, R44, R45, R46, R47 are independently of one another H, (C₁-C₈)-alkyl; or

substituent pairs R43 and R44, and R45 and R46, independently of one another, taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contain one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R48, R50, R51 are each independently H, (C₁-C₈)-alkyl or aryl;

R84, R85 are H;

R86 is H or (C₁-C₆)-alkyl;

x is 0, 1 or 2;

R10 is H or (C₁-C₈)-alkyl;

X is N(R52)[L] or a bond, ~~C=C, C(R53)(R54), C(R55)(R56)O, C=C, CH₂-CH₂ or~~
~~YCH₂~~;

~~Y~~ is O, S or N(R89);

~~R89~~ is H or (C₁-C₈)-alkyl;

~~R52, R53, R54, R55, R56~~ are each independently is H or (C₁-C₈)-alkyl;

E is a 3-8 membered bivalent carbo- or heterocyclic ring structure with 0-4 heteroatoms from the group of N, O and S, which may optionally have substituents from the group of H, F, Cl, Br, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65) and wherein said carbo – or heterocyclic ring structure may be mono- or bicyclic;

R57, R58, R61, R63 are each independently H or (C₁-C₈)-alkyl;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C=C, C≡C, SCH₂ or SO₂CH₂;

v is 1, 2, 3 or 4;

R66, R67, R68, R69, R70 are independently of one another H or (C₁-C₈)-alkyl;

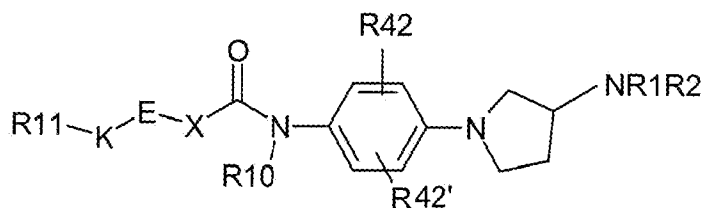
R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, a 3 to 10-membered mono-, bi-, tri- or spirocyclic ring which may comprise 0 to 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, where the ring system may additionally be substituted by F, Cl, Br, CF₃, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃;

R71, R72, R73, R74, R75, R76, R77 are independently of one another H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains an additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

the N-oxides and the pharmaceutically acceptable salts thereof.

7. (currently amended) The compound of claim 6 having the formula Ia



Ia

wherein

R1, R2 are independently of one another H, (C₁-C₈)-alkyl, -(CR⁷⁸R⁷⁹)₀-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, or R1 and R2 form together with the nitrogen atom to which they are bonded a 4 to 10-membered mono-, bi- or spirocyclic ring which, apart from the nitrogen atom, may comprise 0 to 2 additional heteroatoms selected from the group of oxygen, nitrogen and sulfur, where the heterocyclic ring system may additionally be substituted by F, (C₁-C₆)-alkyl, O-(C₁-C₄)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₂)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, N(R31)(R32) or SO₂CH₃; where R¹ and R² are not both CO(R26);

o is 0, 1, 2, 3 or 4;

q is 1, 2 or 3;

s 0, 1 or 2;

R15, R16, R17, R18, R23, R24, R25, R26, R27, R28, R31, R32 are independently of one another H or (C₁-C₆)-alkyl; or

substituent pairs R17 and R18, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally comprises one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;

R12 is OH, O-(C₁-C₆)-alkyl, O-(C₀-C₂)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, 3-12 membered mono-, bi- or spirocyclic ring which optionally comprises 1 to 3 heteroatoms selected from the group of N, O and S, and optionally substituted

by F, OH, CF₃, CN, oxo, (C₁-C₆)-alkyl, (C₀-C₂)-alkylene-aryl, N(R34)(R35), COO(R40) or CO(C₁-C₆)-alkyl;

R34, R35 are independently of one another H or (C₁-C₄)-alkyl;

R40 is H, (C₁-C₆)-alkyl or (C₀-C₂)-alkylene-aryl;

R78, R79 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;

R42, R42' are each independently H, F, Cl, Br, CF₃, CN or (C₁-C₆)-alkyl;

R10 is H or (C₁-C₈)-alkyl;

X is N(R52), ~~a bond, C=C, C(R53)(R54) or CH₂CH₂~~;

~~R52, R53, R54 are independently of one another~~ is H[[,]] or (C₁-C₈)-alkyl;

E is a 5-7 membered bivalent carbo- or heterocyclic ring structure with 0-3 heteroatoms from the group of N, O and S, and optionally substituted by H, F, Cl, Br, CF₃, OH, CN, OCF₃, NO₂, O-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, SO₂-CH₃ or CO(R65);

R65 is H or (C₁-C₈)-alkyl;

K is a bond, O, OCH₂, CH₂O, S, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C≡C, SCH₂ or SO₂CH₂;

v is 1, 2 or 3,

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

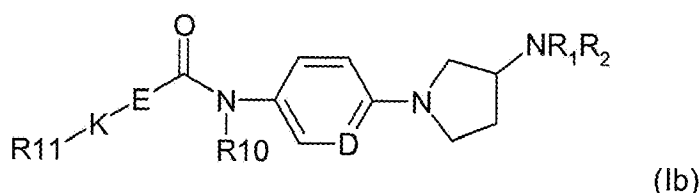
R11 is (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, a 3 to 10-membered mono-, bi-, tri- or spirocyclic ring optionally comprising 1 to 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, oxo, CO(R71), hydroxy, N(R75)CO(C₁-C₆)-alkyl, or SO₂CH₃;

R71, R72, R73, R74, R75, R76, R77 is each independently H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5 or 6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; or

the N-oxides or pharmaceutically acceptable salts thereof.

8. (withdrawn) The compound of claim 6 having the formula Ib



wherein:

R1, R2 are independently of one another H, (C₁-C₈)-alkyl, -(CR78R79)_o-R12, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, CO-(C₁-C₈)-alkyl, -CO-(CH₂)_o-R12, CO-aryloxy-(C₁-C₄)-alkyl, COCH=CH(R13), COCC(R14), CO(C(R15)(R16))_qN(R17)(R18), CO(C(R19)(R20))_rCON(R21)(R22), CO(C(R23)(R24))_sO(R25); or R1 and R2, taken together with the nitrogen atom to which they are attached, optionally form a 4 to 10-membered mono-, bi- or spirocyclic ring which, apart from said nitrogen atom of attachment, optionally contains 1 or 2 additional heteroatoms selected from the group of oxygen, nitrogen and sulfur, and is optionally substituted by F, Cl, CF₃, (C₁-C₆)-alkyl, O-(C₁-C₄)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₂)-alkylene-aryl, oxo, CO(R26), CON(R27)(R28), hydroxy, COO(R29), N(R30)CO(C₁-C₆)-alkyl, N(R31)(R32) or SO₂CH₃, with the proviso that R1 and R2 are not both CO(R26);

o is 0, 1, 2, 3, 4, 5 or 6;

q, r are each independently 1, 2 or 3;

- s is 0, 1, 2, 3 or 4;
- R13, R14 are each independently an aryl ring optionally comprising one nitrogen atom;
- R15, R16, R17, R19, R20, R21, R22, R23, R24, R25, R26, R27, R28, R29, R30, R31, R32 are each independently H or (C₁-C₆)-alkyl;
- R18 is H, (C₁-C₆)-alkyl, CO(C₁-C₆)-alkyl or CO(R33); or
- substituent pairs R17 and R18, R21 and R22, R27 and R28, and R31 and R32, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur;
- R33 is a 5-10 membered aromatic ring system which may comprise a further heteroatom from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;
- R12 is OH, O-(C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, CN, S-(C₁-C₆)-alkyl, COO(R80), CON(R81)(R82) or a 3-12 membered mono-, bi- or spirocyclic ring optionally comprising one or more heteroatoms selected from the group of N, O and S, and optionally substituted by F, Cl, Br, OH, CF₃, CN, oxo, O-(C₁-C₆)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₁-C₆)-alkyl, O-(C₀-C₈)-alkylene-aryl, (C₀-C₈)-alkylene-aryl, N(R34)(R35), COCH=CH(R36), (C(R37)(R38))_t (R39), CO(C(R37)(R38))_t (R39), CO(C₁-C₆)-alkyl, COCOO(C₁-C₆)-alkyl, COO(R40) and S(O)_u (R41);
- t is 0, 1, 2, 3, 4, 5 or 6;
- u is 0, 1 or 2;
- R34, R35, R37, R38 is independently of one another H or (C₁-C₈)-alkyl; or

- R34 and R35, taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains one further heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur, and optionally substituted by 1 or 2 oxo groups;
- R36, R39 are independently of one another (C₃-C₈)-cycloalkyl or a 5-10 membered aromatic ring system optionally comprising 1 or 2 further heteroatoms selected from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;
- R40 is H, (C₁-C₈)-alkyl, (C₂-C₆)-alkenyl or (C₀-C₈)-alkylene-aryl;
- R41 is (C₁-C₆)-alkyl or a 5-10 membered aromatic ring system optionally comprising one or two additional heteroatoms selected from the group of nitrogen, oxygen and sulfur, and optionally substituted by F, Cl, (C₁-C₆)-alkyl or O-(C₁-C₈)-alkyl;
- R78, R79 are each independently H, (C₁-C₈)-alkyl, hydroxy-(C₁-C₄)-alkyl, OH or (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl;
- R80, R81 are each independently H or (C₁-C₈)-alkyl;
- R10 is H or (C₁-C₈)-alkyl;
- E is a 3-8 membered bivalent carbo- or heterocyclic ring structure with 0-4 heteroatoms selected from the group of N, O and S, optionally substituted by H, F, Cl, Br, OH, CF₃, NO₂, CN, OCF₃, O-(C₁-C₆)-alkyl, O-(C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, S-(C₁-C₆)-alkyl, (C₁-C₆)-alkyl, (C₂-C₆)-alkenyl, O-(C₃-C₈)-cycloalkyl, (C₃-C₈)-cycloalkenyl, (C₂-C₆)-alkynyl, (C₀-C₈)-alkylene-aryl, O-(C₀-C₈)-alkylene-aryl, S-aryl, N(R57)(R58), SO₂-CH₃, N(R61)CO(R62), N(R63)SO₂(R64) or CO(R65), wherein said carbo- or heterocyclic ring and may be mono- or bicyclic;
- R57, R58, R61, R63 are each independently H or (C₁-C₈)-alkyl;

R62, R64, R65 are each independently H, (C₁-C₈)-alkyl or aryl;

K is a bond, O, OCH₂, CH₂O, S, SO, SO₂, N(R66), N(R67)CO, CON(R68), (C(R69)(R70))_v, CO, C=C, C≡C, SCH₂ or SO₂CH₂;

v is 1, 2, 3 or 4;

R66, R67, R68, R69, R70 are each independently H or (C₁-C₈)-alkyl;

R11 is H, (C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, (C₃-C₈)-alkenyl, (C₃-C₈)-alkynyl, or a 3 to 10-membered mono-, bi-, tri- or spirocyclic ring optionally comprising 1 to 4 heteroatoms selected from the group of oxygen, nitrogen and sulfur, and optionally substituted by F, Cl, Br, CF₃, CN, (C₁-C₆)-alkyl, O-(C₁-C₈)-alkyl, (C₁-C₄)-alkoxy-(C₁-C₄)-alkyl, hydroxy-(C₁-C₄)-alkyl, (C₀-C₈)-alkylene-aryl, oxo, CO(R71), CON(R72)(R73), hydroxy, COO(R74), N(R75)CO(C₁-C₆)-alkyl, N(R76)(R77) or SO₂CH₃ SCF₃;

R71, R72, R73, R74, R75, R76, R77 are each independently H or (C₁-C₈)-alkyl; or

substituent pairs R72 and R73, and R76 and R77, independently of one another and taken together with the nitrogen atom to which they are attached, optionally form a 5-6 membered ring which, apart from said nitrogen atom of attachment, optionally contains 1 additional heteroatom component selected from the group of N-(C₁-C₆)-alkyl, oxygen and sulfur; and

the N-oxides and pharmaceutically acceptable salts thereof.

9. (original) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

10. (original) The pharmaceutical composition of Claim 9 further comprising one or more anorectic active ingredients.

11. (original) A method of treating obesity comprising administering to a patient in need thereof a compound of Claim 1.

12. (original) A method of treating obesity comprising administering to a patient in need thereof a compound of Claim 1 in combination with at least one further anorectic active ingredient.
13. (original) A method of treating type II diabetes comprising administering to a patient in need thereof a compound of Claim 1.
14. (original) A method of treating type II diabetes comprising administering to a patient in need thereof a compound of Claim 1 in combination with at least one further anorectic active ingredient.
15. (original) A method of reducing weight in mammals comprising administering to a patient in need thereof a compound of Claim 1.
16. (original) A method of treating disturbances of well being comprising administering to a patient in need thereof a compound of Claim 1.
17. (original) A method of treating disorders associated with circadian rhythm comprising administering to a patient in need thereof a compound of Claim 1.
18. (canceled)
19. (original) A method of treating drug abuse comprising administering to a patient in need thereof a compound of Claim 1.
20. (original) A method of treating psychiatric indications comprising administering to a patient in need thereof a compound of Claim 1.